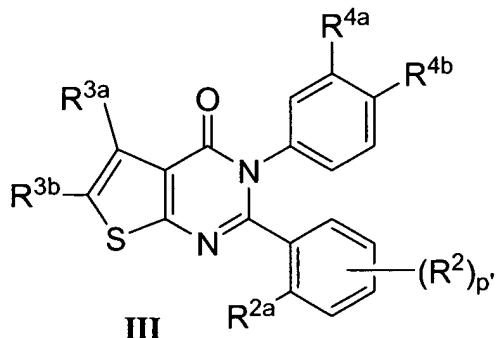


### **In the Claims:**

## 1.-2. Cancelled

3. (Currently amended) The A compound of Formula III Claim 1, or a pharmaceutically acceptable salt or stereoisomer thereof, of the Formula III:



wherein:

$m$  is 0, 1 or 2;

p' is 0 to 2;

r is 0 or 1;

s is 0 or 1;

$R^2$  is  $(C_1-C_6)$ alkylene- $NR^6R^7$ ; said alkylene is optionally substituted with up to three substituents selected from  $OH$ ,  $(C_1-C_6)$ alkoxy, halogen,  $CO_2H$ ,  $CN$ ,  $O(C=O)C_1-C_6$  alkyl, oxo, and  $NR^6R^7$ ;

R<sup>2a</sup> is selected from: halogen and (C<sub>1</sub>-C<sub>6</sub>)alkyl;

R<sup>3a</sup> and R<sup>3b</sup> are independently selected from: hydrogen, halogen, and (C<sub>1</sub>-C<sub>6</sub>)alkyl;

$R^{4a}$  and  $R^{4b}$  are independently selected from: hydrogen, halogen and (C<sub>1</sub>-C<sub>6</sub>)alkyl, provided that at least one is not hydrogen, or

R<sup>4a</sup> and R<sup>4b</sup> are combined to form a diradical selected from CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>,

~~-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>, CH=CH O and CH=CH N;~~

~~R<sup>5</sup> is selected from:~~

- 1) ~~(C=O)<sub>r</sub>O<sub>s</sub>(C<sub>1</sub>-C<sub>10</sub>)alkyl,~~
- 2) ~~O<sub>r</sub>(C<sub>1</sub>-C<sub>3</sub>)perfluoroalkyl,~~
- 3) ~~(C<sub>0</sub>-C<sub>6</sub>)alkylene S(O)<sub>m</sub>R<sup>a</sup>,~~
- 4) ~~exo,~~
- 5) ~~OH,~~
- 6) ~~halo,~~
- 7) ~~CN,~~
- 8) ~~(C=O)<sub>r</sub>O<sub>s</sub>(C<sub>2</sub>-C<sub>10</sub>)alkenyl,~~
- 9) ~~(C=O)<sub>r</sub>O<sub>s</sub>(C<sub>2</sub>-C<sub>10</sub>)alkynyl,~~
- 10) ~~(C=O)<sub>r</sub>O<sub>s</sub>(C<sub>3</sub>-C<sub>6</sub>)cycloalkyl,~~
- 11) ~~(C=O)<sub>r</sub>O<sub>s</sub>(C<sub>0</sub>-C<sub>6</sub>)alkylene aryl,~~
- 12) ~~(C=O)<sub>r</sub>O<sub>s</sub>(C<sub>0</sub>-C<sub>6</sub>)alkylene heterocyclyl,~~
- 13) ~~(C=O)<sub>r</sub>O<sub>s</sub>(C<sub>0</sub>-C<sub>6</sub>)alkylene N(R<sup>b</sup>)<sub>2</sub>,~~
- 14) ~~C(O)R<sup>a</sup>,~~
- 15) ~~(C<sub>0</sub>-C<sub>6</sub>)alkylene CO<sub>2</sub>R<sup>a</sup>,~~
- 16) ~~C(O)H,~~
- 17) ~~(C<sub>0</sub>-C<sub>6</sub>)alkylene CO<sub>2</sub>H, and~~
- 18) ~~C(O)N(R<sup>b</sup>)<sub>2</sub>,~~

~~said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R<sup>b</sup>, OH, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, halogen, CO<sub>2</sub>H, CN, O(C=O)C<sub>1</sub>-C<sub>6</sub> alkyl, exo, and N(R<sup>b</sup>)<sub>2</sub>;~~

R<sup>6</sup> and R<sup>7</sup> are independently selected from:

- 1) H,
- 2) (C=O)O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,
- 3) (C=O)O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl,
- 4) (C=O)O<sub>b</sub>aryl,
- 5) (C=O)O<sub>b</sub>heterocyclyl,
- 6) C<sub>1</sub>-C<sub>10</sub> alkyl,
- 7) aryl,
- 8) C<sub>2</sub>-C<sub>10</sub> alkenyl,

- 9) C<sub>2</sub>-C<sub>10</sub> alkynyl,
- 10) heterocyclyl,
- 11) C<sub>3</sub>-C<sub>8</sub> cycloalkyl,
- 12) SO<sub>2</sub>R<sup>a</sup>, and
- 13) (C=O)NR<sup>b</sup><sub>2</sub>,

~~said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R<sup>5</sup>, or~~

R<sup>6</sup> and R<sup>7</sup> can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 4-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, ~~said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R<sup>5</sup>~~;

R<sup>a</sup> is (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, aryl, or heterocyclyl; and

R<sup>b</sup> is H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkyl-NR<sup>a</sup><sub>2</sub>, (C<sub>1</sub>-C<sub>6</sub>)alkyl-NH<sub>2</sub>, (C<sub>1</sub>-C<sub>6</sub>)alkyl-NHR<sup>a</sup>, aryl, heterocyclyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, (C=O)OC<sub>1</sub>-C<sub>6</sub> alkyl, (C=O)C<sub>1</sub>-C<sub>6</sub> alkyl or S(O)<sub>2</sub>R<sup>a</sup>.

4. (Currently amended) The compound according to Claim 3 or a pharmaceutically acceptable salt or stereoisomer thereof, wherein: p', R<sup>2a</sup>, R<sup>3a</sup>, R<sup>3b</sup>, R<sup>4a</sup>, and R<sup>4b</sup> and R<sup>5</sup> are as defined for Formula III and

R<sup>2</sup> is (C<sub>1</sub>-C<sub>6</sub>)alkylene-NR<sup>6</sup>R<sup>7</sup>;

R<sup>6</sup> and R<sup>7</sup> are independently selected from:

- 1) H,
- 2) C<sub>1</sub>-C<sub>10</sub> alkyl,
- 3) aryl,
- 4) heterocyclyl,
- 5) C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 6) C<sub>2</sub>-C<sub>10</sub> alkynyl, and
- 7) C<sub>3</sub>-C<sub>8</sub> cycloalkyl,

~~said alkyl, cycloalkyl, aryl, heterocyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R<sup>5</sup>, or~~

R<sup>6</sup> and R<sup>7</sup> can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 4-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, ~~said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R<sup>5</sup>.~~

5. (Original) A compound which is:

2-(2-bromophenyl)-3-(4-methylphenyl)thieno[2,3-d]pyrimidin-4(3H)-one.

6. (Currently amended) A pharmaceutical composition that is comprised of a compound in accordance with Claim 4 3 and a pharmaceutically acceptable carrier.

7. (Original) A pharmaceutical composition that is comprised of a compound in accordance with Claim 3 and a pharmaceutically acceptable carrier.

8.-11. Cancelled

12.-20. Previously Cancelled

21.-24. Cancelled.

25.-27. Previously Cancelled.

28.-29. Cancelled.

30. Previously Cancelled.

31.-34. Cancelled.